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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OXBOW POWER OF BEOWAWE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BEOWAWE POWER, LLC" UNDER THE NAME OF
"BEOWAWE POWER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 2000,
AT 7 O'CLOCK P.M.

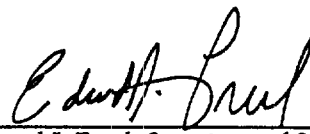
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

* This Document is being re-recorded to attach the certificate of merger which was originally omitted.*



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0501073

BOOK 335 PAGE 158

DATE: 06/15/2000 PAGE 459

BOOK 335 PAGE 158
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Just American Title
00 JUN 21 PM 2:00

EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES *8.00*

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COPY

BOOK 335 PAGE 460

BOOK 335 PAGE 159

CERTIFICATE OF MERGER

OF

**OXBOW POWER OF BEOWAWE, INC.,
 A Delaware Corporation,**

WITH AND INTO

**BEOWAWE POWER, LLC,
 A Delaware Limited Liability Company**

Dated: June 15, 2000

Pursuant to Section 264 of the Delaware General Corporation Law and pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned officer of Caithness Steam Company, Inc., acting in its representative capacity as the Manager of Beowawe Power, LLC, a Delaware limited liability company, DOES HEREBY CERTIFY THAT:

FIRST: The name and state of domicile of each of the constituent entities which are to merge are as follows:

Name

Domicile

Beowawe Power, LLC

Delaware

Oxbow Power of Beowawe, Inc.

Delaware

SECOND: An Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by Beowawe Power, LLC, a Delaware limited liability company, and Oxbow Power of Beowawe, Inc., a Delaware corporation, in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: Beowawe Power, LLC shall be the name of the surviving limited liability company. The certificate of formation of Beowawe Power, LLC shall be the certificate of formation of the surviving entity.

FOURTH: The merger of Oxbow Power of Beowawe, Inc., a Delaware corporation, with and into Beowawe Power, LLC, a Delaware limited liability company, shall be effective as of the date of the filing of this Certificate of Merger with the Delaware Secretary of State.

BOOK 335 PAGE 461

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is c/o Caithness Corporation, 1114 Avenue of the Americas, 41st Floor, New York, New York 10036.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of Oxbow Power of Beowawe, Inc. or any member of Beowawe Power, LLC.

IN WITNESS WHEREOF, the undersigned Manager of Beowawe Power, LLC, the surviving business entity, has caused this Certificate of Merger to be duly executed this 16th day of June, 2000.

BEOVAWE POWER, LLC,
a Delaware limited liability company

By: **Caithness Steam Company, Inc.,**
A Delaware corporation,
Its Manager

By:

Name:

Title:

Christopher McCallion
Executive Vice President and
Chief Financial Officer

BOOK 335 PAGE 459
OFFICIAL RECORDS
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Just American Site
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EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 10.00

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